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U.S. DISTRICT COURT  
N.D. OF ALABAMA

## KIRKLAND &amp; ELLIS LLP

AND AFFILIATED PARTNERSHIPS

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November 6, 2020

To: Attorneys General and others on the enclosed Service List

**VIA FEDERAL EXPRESS (UNLESS OTHERWISE NOTED)**

Re: Notice of Proposed Class Action Settlement  
*In re Blue Cross Blue Shield Antitrust Litigation*,  
Case No. 2:13-cv-20000-RDP, MDL No. 2406 (N.D. Ala.)

Ladies and Gentlemen:

I write on behalf of Blue Cross Blue Shield Association and the Blue Cross Blue Shield Plan licensees<sup>1</sup> (collectively, “Defendants”) in the Multidistrict Litigation (“MDL”) matter of *In re Blue Cross Blue Shield Antitrust Litigation*, Case No. 2:13-cv-20000-RDP, MDL No. 2406, pending in the United States District Court for the Northern District of Alabama before the Honorable R. David Proctor.

In compliance with the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 (“CAFA”), Defendants hereby serve upon you notice that a motion for approval of a proposed class action settlement has been filed in the MDL Court. Counsel for Subscriber-Track Plaintiffs and counsel for Defendants (the “Parties”) engaged in arm’s-length negotiations over the course of more than five years with the assistance of three highly regarded mediators at different times. These negotiations led to the Parties’ execution of the enclosed Settlement Agreement.

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<sup>1</sup> The Blue Cross Blue Shield Plan licensees include: Anthem, Inc.; Aware Integrated, Inc.; Blue Cross and Blue Shield of Alabama; Blue Cross and Blue Shield of Arizona, Inc.; Blue Cross and Blue Shield of Florida, Inc.; Blue Cross and Blue Shield of Kansas City; Blue Cross and Blue Shield of Kansas, Inc.; Blue Cross and Blue Shield of Massachusetts, Inc.; Blue Cross Blue Shield of Michigan Mutual Insurance Company; Blue Cross & Blue Shield of Mississippi, a Mutual Insurance Company; Blue Cross and Blue Shield of North Carolina; Blue Cross & Blue Shield of Rhode Island; Blue Cross and Blue Shield of South Carolina; BlueCross BlueShield of Tennessee, Inc.; Blue Cross and Blue Shield of Vermont; Blue Cross and Blue Shield of Wyoming; Blue Cross of Idaho Health Service, Inc.; California Physicians’ Service; Cambia Health Solutions, Inc.; Capital Blue Cross; CareFirst, Inc.; GoodLife Partners, Inc.; GuideWell Mutual Holding Corporation; Hawaii Medical Service Association; Health Care Service Corporation, a Mutual Legal Reserve Company; HealthNow Systems, Inc.; HealthyDakota Mutual Holdings; Highmark Health; Horizon Healthcare Services, Inc.; Independence Health Group, Inc.; Lifetime Healthcare, Inc.; Louisiana Health Service & Indemnity Company; PREMERA; Regence BlueShield of Idaho; Triple-S Management Corporation; USABLE Mutual Insurance Company; Wellmark, Inc.; and their controlled affiliates.

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Although Defendants deny the allegations in the complaint and deny any liability whatsoever, they have decided to settle this action to eliminate the burden, expense, and uncertainties of further litigation.

Pursuant to 28 U.S.C. § 1715(b), Defendants provide the following information in connection with the proposed settlement. Relevant documents are included on the enclosed USB drive. The USB drive is encrypted for protection, and a separate letter will provide the password for access.

**1. The complaint, all materials filed with the complaint, and any amended complaints.**

- (a) A copy of the Fourth Amended Consolidated Complaint (MDL Docket Number 2616) and the Court's order granting the motion for leave to file the Fourth Amended Consolidated Complaint (MDL Docket Number 2614) are provided in a folder labeled Exhibit A on the enclosed USB drive. Given their size, we are not providing copies of individual complaints or superseded consolidated complaints, which are publicly available via the Court's electronic PACER system.<sup>2</sup>

**2. Notice of any scheduled judicial hearing.**

- (a) The MDL Court has scheduled a hearing to consider preliminary approval of the proposed settlement on November 16, 2020 at 9:00 a.m. Central. (MDL Docket Number 2619). A copy of the Motion for Preliminary Settlement Approval (MDL Docket Number 2610) and the Court's order scheduling the preliminary approval hearing are provided in a folder labeled Exhibit B on the enclosed USB drive.

**3. Any proposed or final notification to class members.**

- (a) Enclosed are copies of the various forms of proposed notice, including, but not limited to, the Long Form Notice, the Short Form Postcard Notice, the Short Form Email Notice, and the Summary Settlement Notice. The Motion for Notice Plan and the proposed forms of notice were submitted to the MDL Court in connection with the Motion for Preliminary Settlement Approval (MDL Docket Number 2611). Copies of these documents are provided in a folder labeled Exhibit C on the enclosed USB drive.

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<sup>2</sup> The Court's PACER system can be accessed at <https://ecf.alnd.uscourts.gov/cgi-bin/login.pl>. Superseded complaints are available at MDL Docket Numbers 85, 244, 897, and 1082. Additional filings in the case are also available on the Court's electronic PACER system.

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**4. Any proposed or final class action settlement.**

- (a) Enclosed is a copy of the Settlement Agreement, including its attachments. It is provided in a folder labeled Exhibit D on the enclosed USB drive.

Additionally, enclosed are copies of the memorandum of law in support of the settlement submitted by Plaintiffs, including its exhibits, and the supporting memorandum of law submitted by Defendants. Copies of these documents are also provided in the folder labeled Exhibit D on the enclosed USB drive.

**5. Any settlement or other agreement contemporaneously made between class counsel and counsel for the Defendants.**

- (a) The Parties entered into a confidential supplemental agreement (“*In Camera* Supplement”), as is customary in class action settlements, regarding the Defendants’ right to terminate the settlement if potential class members exceeding a specified threshold request exclusion from the settlement. The confidential *In Camera* Supplement was not and will not be publicly filed. It is typical for agreements of this nature to remain confidential because, as explained by a leading treatise dealing with complex litigation, “[k]nowledge of the specific number of opt outs that will vitiate a settlement might encourage third parties to solicit class members to opt out.” David F. Herr, *Annotated Manual For Complex Litigation* Fourth § 21.631.

The Parties are also negotiating an Escrow Agreement related to the Settlement Agreement. The Escrow Agreement has not yet been finalized.

**6. Any final judgment or notice of dismissal.**

- (a) At this time, no final judgment or notice of dismissal has been entered in connection with this class settlement.

**7. Class members who reside in each State and the estimated proportionate share of the claims of such members to the entire settlement.**

- (a) At this time, it is not feasible to provide names of class members who reside in each State. *See* 28 U.S.C. § 1715(b)(7)(A)–(B). The proposed settlement classes are defined as:

**Damages Class:** All Individual Members (excluding dependents and beneficiaries), Insured Groups (including employees, but excluding non-employee Members), and Self-Funded Accounts (including employees, but excluding non-employee Members) that purchased, were covered by, or were enrolled in a Blue-Branded Commercial Health Benefit Product

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(unless the person or entity's only Blue-Branded Commercial Health Benefit Product during the Settlement Class Period was a stand-alone vision or dental product) sold, underwritten, insured, administered, or issued by any Settling Individual Blue Plan from February 7, 2008 through October 16, 2020 (in the case of all Damages Class members other than the Self-Funded Sub-Class, for whom the Class Period is September 1, 2015 through October 16, 2020).

**Self-Funded Sub-Class:** All Self-Funded Accounts (including employees, but excluding non-employee Members) that purchased, were covered by, or were enrolled in a Blue-Branded Commercial Health Benefit Product (unless the person or entity's only Blue-Branded Commercial Health Benefit Product during the Settlement Class Period was a stand-alone vision or dental product) sold, underwritten, insured, administered, or issued by any Settling Individual Blue Plan from September 1, 2015 through October 16, 2020.

**Injunctive Relief Class:** All Individual Members, Insured Groups, Self-Funded Accounts, and Members that purchased, were covered by, or were enrolled in a Blue-Branded Commercial Health Benefit Product sold, underwritten, insured, administered, or issued by any Settling Individual Blue Plan during the Settlement Class Period (February 7, 2008 through October 16, 2020, except for Self-Funded Accounts, for whom the Settlement Class Period is September 1, 2015 through October 16, 2020).

It is also not possible to provide a breakdown of the settlement classes in accordance with 28 U.S.C. § 1715 (b)(7) at this time. However, we anticipate that the settlement classes are sufficiently numerous as to include class members potentially residing in all 50 U.S. states, as well as the District of Columbia, and may include class members residing in U.S. territories and associated states.

**8. Any written judicial opinion relating to the materials described in items 3–6.**

- (a) No written judicial opinion has been issued relating to the materials described above.

The Defendants submit this notice to comply with any and all obligations they may have under the CAFA. Please contact me if you have any questions or if you request hardcopies of any of the documents.

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Respectfully,



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Enclosures: Service List; USB drive

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